

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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IN RE:	:	Chapter 11
	:	
NORTHWESTERN CORP.,	:	Bankruptcy No.
Debtor.	:	03-12872 (JLP)
	:	
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MAGTEN ASSET MANAGEMENT	:	
CORP.,	:	
Appellant,	:	
	:	Civil Action No.
v.	:	05-00398 (JJF)
	:	
PAUL HASTINGS JANOFSKY &	:	
WALKER, LLP.,	:	
Appellee.	:	
-----X	:	

**MOTION FOR APPROVAL OF STIPULATION
AND ORDER CONCERNING MEDIATION**

Appellee Paul Hastings Janofsky & Walker, LLP (“Paul Hastings”) hereby moves (the “Motion”) this Honorable Court for entry of the Stipulation And Order Concerning Mediation (the “Stipulation and Order”) entered into by and among Paul Hastings and Magten Asset Management Corporation (“Magten”) and attached to this Motion as Exhibit 1.

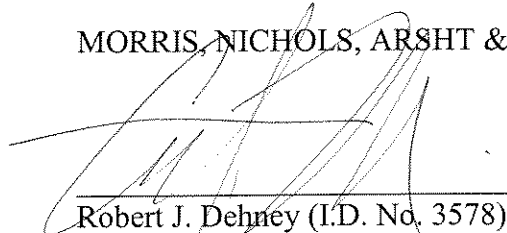
In support of the Stipulation and Order, Paul Hastings incorporates herein by reference the statements contained in the Stipulation and Order.

WHEREFORE, the Parties respectfully request that this Honorable Court grant this

Motion and enter the Stipulation and Order,.

Dated: August 3, 2005
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL



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